



THE PROBUS CLUB OF MISSISSAUGA CENTRE'S CONSTITUTION

(The initial version approved – April 28, 2000 by PROBUS Canada, Inc; Updated 2017).

PREAMBLE:

The PROBUS name, trademarks, rights, and emblem(s) are registered with Industry Canada as the property of PROBUS Canada, Inc. These shall not be used for commercial purposes without the written approval of PROBUS Canada, Inc. Accreditation of a PROBUS Club shall be effective upon acceptance by PROBUS Canada, Inc. of an application with the prescribed fee from a sponsoring Rotary Club or a recognized PROBUS Club. Rights to the use of the name and emblems, except on saleable articles, shall be given automatically to each PROBUS Club upon its accreditation.

I. AIMS AND OBJECTS:

1. The purpose of the Club shall be:
 - a. to provide regular meetings for retired and semi-retired professional or business persons, and others with like backgrounds, who appreciate and value increased opportunities for social contacts, addresses on and discussion of topical subjects.
 - b. to arrange visits by members to places and organizations of interest.
 - c. to arrange activities of interest to members.
2. Because many of its members may already be active in service to the community, the activities of the Club shall be directed solely towards acquaintance and fellowship.
3. The Club shall not be competitive with any other organization.
4. The Club shall be non-political and non-sectarian.
5. The Club shall not be, nor appear to be, a fundraising or Service Club.

II. MEMBERSHIP:

1. The Club shall be for men and women with professional or business backgrounds, and other men and women who have had some measure of responsibility or achievement in any field of worthy endeavour.
2. Application for membership shall be sponsored by at least one member and approved by the Management Committee. Founding members do not require sponsorship.
3. Although Regular attendance is not mandatory, it is considered reasonable and appropriate that each member attend, at least, three General Meetings each year in addition to any participation in one or more of the various Club activities.

III. MANAGEMENT:

1. The Club shall be managed by a Management Committee consisting of a President, a 1st Vice-President, a 2nd Vice-President, a Secretary, a Treasurer, the immediate Past President, and such other persons as the Club deems necessary to cover its program, social, newsletter, and other functions. The associated Bylaws describe the management of the Club.
2. The Club President shall normally serve for a term of 1 year, but may not serve for more than 2 years. Except for the 1st and 2nd Vice-Presidents, who shall normally serve for a term of 1 year only, all other Management Committee Members may each serve for terms of 1 or more years, subject to their election at the Annual General Meeting immediately preceding their term of service.
3. The Management Committee shall meet, at least, quarterly or more frequently as the need arises.
4. The *quorum* at a Management Committee meeting shall be 50% of the Committee.

5. A motion that receives an equal number of affirmative and negative votes shall be considered lost.
6. The Management Committee shall have the authority to fill vacancies that may arise between elections.
7. The Management Committee shall have the authority to appoint, or disband sub-committees to work on club projects.
8. The Membership Committee shall be responsible for the list of members' names, addresses, phone numbers, and such other information required by Club Bylaws. This list must not be used for commercial purposes.
9. The Club shall co-operate with Rotary and other PROBUS Clubs in the formation of new PROBUS Clubs.

IV. GENERAL MEETINGS:

1. General Meetings of the Club shall be held monthly, or as determined by the Club.
2. A *quorum* at a General Meeting shall be 25% of the Club's membership.
3. An Annual General Meeting shall be held in accordance with Club Bylaws. In advance of the meeting, members shall be provided with a financial statement for the preceding twelve months co-incident with the Annual Meeting.
4. At each Annual General Meeting the presiding officer shall present nominations from the Nominating Committee for positions on the Management Committee. Election may be by show of hands or by ballot, as determined by the meeting.
5. A motion at either a General Meeting or the Annual General Meeting that receives an equal number of affirmative and negative votes shall be considered lost.

V. ANNUAL RETURNS:

1. The financial year of the Club shall be established to end at a date which briefly precedes, or appropriately coincides, with the Annual General Meeting of the Club.
2. Following the Club's accreditation the Secretary shall advise PROBUS Canada, Inc., by September 30 each year of the Club's regular meeting place, day and time, the number of its members as of the previous July 31, and the names, addresses and telephone numbers of its President and Secretary.
3. The Treasurer shall remit to PROBUS Canada, Inc. the annual assessment levied by PROBUS Canada, Inc.

VI. MEMBERSHIP FEES:

1. Each member of the Club shall pay the annual membership fee each year, as described in the latest Club's Bylaws.

VII. NON PROFITABILITY:

1. The income and property of the Club shall be applied solely towards the objectives of PROBUS and no portion thereof may be transferred directly or indirectly to the members. Nothing herein shall prevent the payment of approved purchases or remuneration for services actually rendered to, or on behalf of, the Club.

VIII. WINDING UP:

1. In recognition of Rotary Clubs' contribution towards the expansion of PROBUS, any funds remaining on the winding up of the Club shall be donated to The Rotary Foundation (Canada) or to another registered charitable organization.

IX. BYLAWS:

1. The Club's Bylaws and their subsequent amendments, shall be consistent with this Constitution (the initial version of which was approved April 28, 2000 by PROBUS Canada, Inc).

X. AMENDMENT:

1. Except as provided below in paragraph 3 of this Article, this Constitution may be amended only with the approval of the Board of Directors of PROBUS Canada, Inc.
2. Every three years, members of the Board of PROBUS Canada, Inc. shall consult with the Clubs, within their regions, as to any amendments the Clubs may wish to suggest. Following this consultation, the Legislative Committee of PROBUS Canada, Inc. shall review the Standard Constitution in the light of these and any of their own suggestions. Any amendment made by the Board of PROBUS Canada, Inc. upon receipt of the report of its Legislation Committee shall, upon communication to the Clubs, become an amendment to each Club's Constitution.
3. The name or gender composition of the Club may be changed at any General Meeting of the Club, the *quorum* required by Club Bylaws being present, by a majority of the members present and voting. The amendment shall be effective when it has been communicated to PROBUS Canada, Inc.

End of Club Constitution